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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

: Chapter 11

: **ARMSTRONG WORLD INDUSTRIES,
INC., et al.,**

: Case No. 00-4471 (JKF)

: Debtors.

: (Jointly Administered)

Re: Docket No. 808210/24/05 Agenda Item
4

**ORDER (I) APPROVING SETTLEMENT AGREEMENT BETWEEN
ARMSTRONG WORLD INDUSTRIES, INC. AND THE UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY AND (II) APPROVING THE
ASSUMPTION OF THE MALVERN CONSENT DECREE AGREEMENTS**

Armstrong World Industries, Inc ("AWI"), as debtor and debtor in possession in the above-captioned chapter 11 cases, having filed a joint motion, dated April 8, 2005 (the "*Motion*"),¹ with EPA seeking entry of an order (i) approving the terms of the EPA Settlement Agreement in all respects, (ii) authorizing AWI to take any and all actions necessary to effectuate the EPA Settlement Agreement, and (iii) approving AWI's assumption of the Malvern Consent Decree Agreements, all as more fully set forth in the Motion; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334, and it appearing that the relief requested in the Motion is a core proceeding in accordance with 28 U.S.C. § 157(b), and it appearing that notice of the Motion has been provided to (i) the U.S. Trustee, (ii) counsel for the agent for AWI's prepetition bank lenders, (iii) counsel for the agent for AWI's postpetition lenders, (iv) counsel for each of the Committees, (v) each of the counterparties to the Malvern Consent Decree Agreements and (vi) all parties on the AWI Debtors' Core Group Service List and All Notices List in these cases

¹ All capitalized terms used but not otherwise defined herein shall have the same meaning ascribed to them in the Motion

pursuant to the Court's Revised Order Establishing Case Management Procedures and Hearing Schedule, dated May 26, 2004; and it appearing that such notice constitutes due and proper notice of the Motion and that no other or further notice need be given; and it appearing that the relief requested in the Motion is necessary and is in the best interests of AWI, its estate, its creditors, and all parties in interest; and the Court finding that the EPA Settlement Agreement is fair and reasonable and is consistent with section 122 of CERCLA, 42 U.S.C. § 9622; and good and sufficient cause appearing therefor, and after due deliberation thereon, it is hereby

ORDERED that the Motion is GRANTED in all respects; and it is further

ORDERED that AWI is authorized to enter into the EPA Settlement Agreement; and it is further

ORDERED that AWI is authorized to take any and all actions necessary to effectuate the terms of the EPA Settlement Agreement; and it is further

ORDERED that, pursuant to section 365(a) of the Bankruptcy Code, AWI's assumption of the Malvern Consent Decree Agreements is hereby approved; and it is further

ORDERED that AWI is not required to pay any cure amounts in connection with assumption of the Malvern Consent Decree Agreements; and it is further

ORDERED that AWI's assumption of the Malvern Consent Decree Agreements shall be deemed to be effective as of the date of this Order without the need for execution of any further documents; and it is further

ORDERED that this Order is effective immediately upon entry; and it is further

ORDERED that the Court shall retain jurisdiction to interpret and enforce this

Order.

Dated: Wilmington, Delaware

October 21, 2005

Judith K. Fitzgerald

THE HONORABLE JUDITH K. FITZGERALD,
UNITED STATES BANKRUPTCY COURT JUDGE